

LAW OFFICES
ALLEN H. HARRISON, JR.
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 24064-F FILED

FEB 10 '03 12:43 PM

SURFACE TRANSPORTATION BOARD

February 10, 2003

Recordation No. 24064-F

Dear Mr. Williams:

On behalf of Royal Bank of Canada I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, in the nature of a letter of partial release ("Partial Release") dated as of February 7, 2003.

The parties to the enclosed Partial Release are:

Royal Bank of Canada - **RELEASOR/SECURED PARTY**
9th Floor
20 King Street West
Toronto, Ontario, M5H 1C4
CANADA

National Steel Car Limited - **RELEASEE/DEBTOR**
602 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
CANADA

The said Partial Release, among other things, acts to release ONLY those units in Appendix 2 thereto (copy attached) from that certain Security Agreement between National Steel Car Limited, as Debtor, and Royal Bank of Canada, as Secured Party, recorded under Recordation No. 24064. The Partial Release should be recorded under the next available letter under Recordation No. 24064, which letter we believe to be "- F."

The equipment covered by the instant Partial Release is as identified in Appendix 2 thereto, namely 40 coil steel railcars, NSCX numbers .

A short summary of the Partial Release to appear in the Surface Transportation Board Index is as follows:

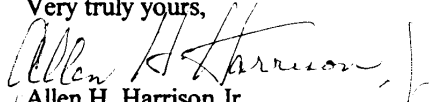
"Released from Security Agreement 40 coil steel railcars, NSCX numbers, as covered in Appendix 2 to Partial Release."

-2-

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison Jr.
*Attorney for Royal Bank of Canada,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8212-020

APPENDIX 2**Cars**

Forty (40) coil steel railcars, numbered:

NSCX 7035
NSCX 7043
NSCX 7054
NSCX 7059
NSCX 7094
NSCX 7109
NSCX 7122
NSCX 7150 through NSCX 7151 inclusive
NSCX 7153
NSCX 7166 through NSCX 7168 inclusive
NSCX 7170
NSCX 7172
NSCX 7178
NSCX 7242 through NSCX 7243 inclusive
NSCX 7256
NSCX 7274
NSCX 7280
NSCX 7285
NSCX 7287 through NSCX 7289 inclusive
NSCX 7294
NSCX 7299
NSCX 7300 through NSCX 7302 inclusive
NSCX 7306 through NSCX 7307 inclusive
NSCX 7320
NSCX 7329
NSCX 7330
NSCX 7349
NSCX 7352
NSCX 7363
NSCX 7365
NSCX 7401

ROYAL BANK OF CANADA
20 King St. West, 9th Floor
Toronto, Ontario
M5H 1C4

February 7, 2003

National Steel Car Limited
P.O. Box 2450 LCD 1
600 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
Canada
Attention: Cecil Mosselman

RECORDATION NO. 24064-F FILED

FEB 10 '03 12-43 PM

SURFACE TRANSPORTATION BOARD

CIT Leasing Corporation
3 First National Plaza
Suite 5300
70 West Madison Street
Chicago, Illinois 60602
Attention: Michael D. Calomino
Vice President – Purchasing and Technology

Re: Release of interest in coil steel railcars in favour of CIT Leasing Corporation ("CIT")

Dear Sirs:

We refer to our letter dated January 2, 2003 concerning the above-referenced matter, a copy of which is attached hereto as Appendix 1, and we now confirm that we irrevocably release the coil steel railcars manufactured or to be manufactured by National Steel Car Limited ("NSC") and to be sold by NSC to CIT (the "Cars") described in the list of Cars attached to this letter as Appendix 2, from any security interest or claim under the Security Agreement described in Appendix 1.

Sincerely,

ROYAL BANK OF CANADA

By: 

Name: Naznine Vajee

Title: Senior Manager

PROVINCE OF ONTARIO

CITY OF TORONTO

)
)
)
)
)
)
)

In the matter of a letter from Royal Bank of Canada
to National Steel Car Limited and CIT Leasing
Corporation, dated February 7, 2003

On this 7th day of February, 2003, before me personally appeared Naznine Virjee
to me personally known, who, being by me duly sworn, says that she is a Senior Manager of
Royal Bank of Canada, that she signed the said instrument on February 7, 2003 on behalf of said
Bank, and she acknowledged that the execution of the foregoing instrument was the free act and
deed of said Bank.



Notary Public in and for the
Province of Ontario

APPENDIX 1

See Attached

ROYAL BANK OF CANADA

20 King St. West, 9th Floor
Toronto, Ontario
M5H 1C4

January 2, 2003

National Steel Car Limited
P.O. Box 2450 LCD 1
600 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
Canada
Attention: Cecil Mosselman

CIT Leasing Corporation
3 First National Plaza
Suite 5300
70 West Madison Street
Chicago, Illinois 60602
Attention: Michael D. Calomino
Vice President – Purchasing and Technology

Dear Sirs:

Reference is hereby made to that certain General Security Agreement made and entered into as of July 19, 2002, by National Steel Car Limited ("NSC") in favor of Royal Bank of Canada ("RBC") (the "Security Agreement"), a memorandum of which has been filed with the United States Surface Transportation Board under Recordation No. 24064. RBC understands that pursuant to a Purchase Agreement, dated as of October 16, 2002, NSC intends to sell to CIT Leasing Corporation ("CIT") and CIT intends to purchase from NSC, three hundred (300) coil steel railcars, manufactured or to be manufactured by NSC (the "Cars").

RBC hereby agrees that, it shall, contemporaneously with any release issued by Trilon Bancorp Inc. of any security interest or claim with respect to the Cars, release such Cars from any security interest or claim under the Security Agreement. RBC further agrees that it shall, from time to time, on request by NSC, and at NSC's expense, provide confirmation of the releases (in the form set forth in Annex 1 to this letter) and/or partial discharges with respect to the Cars released from any security interest or claim under the Security Agreement.

Sincerely,

ROYAL BANK OF CANADA

By: 

Name: Naznine Virjee

Title: Senior Manager

ANNEX 1

ROYAL BANK OF CANADA
20 King St. West, 9th Floor
Toronto, Ontario
M5H 1C4

, 2000

National Steel Car Limited
P.O. Box 2450 LCD 1
600 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
Canada
Attention: Cecil Mosselman

CIT Leasing Corporation
3 First National Plaza
Suite 5300
70 West Madison Street
Chicago, Illinois 60602
Attention: Michael D. Calomino
Vice President – Purchasing and Technology

Re: Release of interest in coil steel railcars in favour of CIT Leasing Corporation ("CIT")

Dear Sirs:

We refer to our letter dated January 2, 2003 concerning the above-referenced matter, a copy of which is attached hereto as Appendix 1, and we now confirm that we irrevocably release the coil steel railcars manufactured or to be manufactured by National Steel Car Limited ("NSC") and to be sold by NSC to CIT (the "Cars") described in the list of Cars attached to this letter as Appendix 2, from any security interest or claim under the Security Agreement described in Appendix 1.

Sincerely,

ROYAL BANK OF CANADA

By: _____
Name:
Title:

APPENDIX 2

Cars

Forty (40) coil steel railcars, numbered:

NSCX 7035
NSCX 7043
NSCX 7054
NSCX 7059
NSCX 7094
NSCX 7109
NSCX 7122
NSCX 7150 through NSCX 7151 inclusive
NSCX 7153
NSCX 7166 through NSCX 7168 inclusive
NSCX 7170
NSCX 7172
NSCX 7178
NSCX 7242 through NSCX 7243 inclusive
NSCX 7256
NSCX 7274
NSCX 7280
NSCX 7285
NSCX 7287 through NSCX 7289 inclusive
NSCX 7294
NSCX 7299
NSCX 7300 through NSCX 7302 inclusive
NSCX 7306 through NSCX 7307 inclusive
NSCX 7320
NSCX 7329
NSCX 7330
NSCX 7349
NSCX 7352
NSCX 7363
NSCX 7365
NSCX 7401